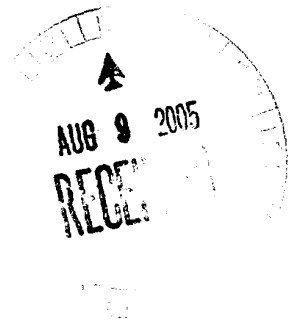


The David J. Joseph Company



August 8, 2005

RECORDATION NO. 25765 FILED

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0006

AUG 10 '05

2-54 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Railroad Equipment Lease Agreement dated as of May 23, 2005 between the following parties:

Lessee:	MeadWestvaco Corporation 1011 Boulder Springs Drive Richmond, VA 23225
Lessor:	The David J. Joseph Company 300 Pike Street Cincinnati, OH 45202

Please see Exhibit A attached hereto for the equipment, one hundred sixteen (116) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated May 23, 2005 related to one hundred sixteen (116) railcars bearing reporting marks WVCX 3200 – 3254, inclusive and WVCX 3700 – 3760, inclusive.

Please file this agreement as a primary document. The amount of \$33.00 is included on the enclosed check No. 573565 for the filing fees for this document. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

Julie M. Woodard  
Documentation Coordinator

Enclosures

AUG 10 '05

2-54 PM

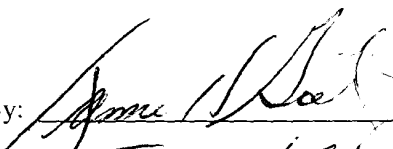
MEMORANDUM OF  
RAILROAD EQUIPMENT LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

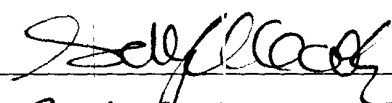
This MEMORANDUM OF RAILROAD EQUIPMENT LEASE ("Memorandum of Lease") entered into this 23<sup>rd</sup> day of May, 2005, is intended to evidence the lease dated as of May 23, 2005 (the "Lease"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessor"), and **MEADWESTVACO CORPORATION**, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the one hundred sixteen (116) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

## THE DAVID J. JOSEPH COMPANY

By:   
Name: JAMES H. GOETZ  
Title: EXEC VP & CFO  
Date: 5/23/05

## MEADWESTVACO CORPORATION

By:   
Name: Sally A. Clark  
Title: VP Procurement  
Date: 7/21/05

STATE OF OHIO )  
 ) SS:  
COUNTY OF HAMILTON )

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of May, 2005, by  
James H. Goetz, the EVP + CFO of The David J. Joseph Company,  
a Delaware corporation, on behalf of the corporation.

Angela Denise Watts  
Notary Public

My Commission expires:

ANGELA DENISE WATTS  
Attorney at Law  
Notary Public, State of Ohio  
My Commission Has No Expiration  
Date Section 147.03 O.R.C.

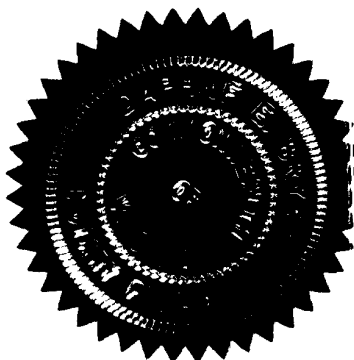
STATE OF Virginia )  
City ) SS:  
COUNTY OF Richmond )

The foregoing instrument was acknowledged before me this 21 day of July, 2005, by  
Sally A. Crooks, the VP Procurement of MeadWestvaco Corporation, a Delaware  
corporation, on behalf of the corporation.

Daphne E. Bryan  
Notary Public

My Commission expires:

October 31, 2007



## **EXHIBIT A**

To the Memorandum of Lease dated May 23, 2005, between The David J. Joseph Company and MeadWestvaco Corporation.

### **DESCRIPTION OF UNITS**

One hundred sixteen (116) railcars bearing reporting marks:

WVCX 3200 – WVCX 3254, inclusive

and

WVCX 3700 – WCVX 3760